

BOARD CHARTER



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1. Background

The Zimbabwe Energy Regulatory Authority is a statutory body established in terms of section 3 of the Energy Regulatory Authority Act [Chapter 13:23]. The mandate of the organisation is to regulate the energy sector.

Mission

“The Zimbabwe Energy Regulatory Authority regulates the Zimbabwean energy market cost effectively, through incentive regulation and in a fair and transparent manner to achieve sustainable energy.”

Vision

“Regulator that promotes universal access to sustainable energy by 2030.”

Values

- Transparency - Open, honest and straight forward regulation.
- Responsiveness - Turnaround time to deliver.
- Integrity - Strong ethical and moral principles.
- Team work - Collaboration.
- Innovation - Creativity that adds value.
- Accountability - Reporting and answerable for all ZERA actions and decisions.

1.1 Objectives of the Charter

The Public Entities and Corporate Governance Act [Chapter 10:31], Public Entities and Corporate Governance (General) Regulations published in Statutory Instrument 168 of 2018 as read together with the Energy Regulatory Authority Act [Chapter 13:23] govern the procedure for conducting meetings and proceedings of the Board of Directors. This Charter will, in line with the Public Entities and Corporate Governance Act, give effect to the following principles:

- a. The promotion and maintenance of a high standard of professional ethics;
- b. Efficient and economic use of available resources;
- c. The provision of services impartially, fairly, equitably and without bias;
- d. Responsiveness to the needs of the people of Zimbabwe, including the prompt and sensitive processing of complaints by members of the public with respect to the Authority 's interaction with them;
- e. Co-operation with governmental institutions and other public entities;
- f. openness and transparency in the internal workings and procedures of the public entity concerned, and in its dealings with the public;
- g. The maximising of the human resources of the Authority;
- h. Ensuring efficiency, effectiveness, responsibility, accountability and honesty in the procedures, operation; and activities of the Authority;
- i. Provide a clear statement of the roles, responsibilities, processes and operations of the Board for the benefit of both the Board and Management; and

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- j. Ensure that the practices of the Board are consistent with and reflect the Board’s commitment to the best practice in corporate governance as set out in the Public Entities Corporate Governance Act.

1.2 Responsibilities of the Board - General

1.2.1 The Board is ultimately responsible for the stewardship of the Authority. The powers and duties of the Board are set out in the Energy Regulatory Authority Act [*Chapter 13:23*] as read together with the Public Entities Corporate Governance Act. Where there are inconsistencies, the Public Entities Corporate Governance Act shall take precedence over the Energy Regulatory Authority Act in so far as the inconsistencies apply.

1.2.2 The Directors shall conduct the business and affairs of the Authority in accordance with the principles of good governance as set out in the second schedule of the Public Entities Corporate Governance Act and in accordance with this Charter.

1.2.3 The Directors must act in the interest of the Authority and to use their best efforts to ensure that the Authority is properly managed and constantly improved.

1.2.4 The principle role of the Board is to:

- a. Develop and approve the Authority’s strategy;
- b. Oversee the implementation of the Business plan including the annual budget;
- c. Appoint the Chief Executive Officer (CEO) and Senior staff members and monitor their performance;
- d. Provide guardianship of corporate values;
- e. Monitor the Authority’s employees compliance with the Zimbabwe Energy Regulatory Authority Code of Ethics;
- f. Monitor the integrity of financial reporting
- g. Oversee risk management, IT governance, interna controls and legal compliance;
- h. Identify stakeholders and formulate a clear policy on communicating with them; and
- i. Advise the Minister of Energy and Power Development on all matters relating to the energy industry.

1.2.5 The Board may choose to delegate some of these responsibilities to one or more of its Committees. This will be specifically reflected in the relevant Committees’ Terms of Reference.

1.3 Specific responsibilities of the Board

To discharge its responsibilities outlined in section 4 of the Energy Regulatory Authority Act [*Chapter 13:23*] and to facilitate its ongoing oversight of the Authority, the Board has agreed that its roles include, but are not limited to the following matters:

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1.3.1 Strategy Oversight

- a. **Strategic Planning:** Developing, approving and reviewing the Authority's strategic plan and shall cause the plan to be submitted to the Ministry of Energy and Power Development, the Corporate Governance Unit and the Minister responsible for Finance.
- b. **Business Planning:** Approving the business planning process and timetable and adopting the business plan including operating budgets, capital budgets, and performance indicators and approving any subsequent variations.
- c. **Future Funding:** Contributing to and approving a strategy for funding of the Authority, including funding targets, timelines and avenues and appropriately involving itself in liaison and communication with potential sources of funding.
- d. **Change Management:** Overseeing the Authority's capacity to identify and respond to changes in its economic and operating environments.
- e. **Major Projects:** Approving and monitoring major projects including corporate restructures/re-organisations, major capital expenditure, capital management and any significant initiatives or opportunities that arise outside the annual planning and budgeting process.
- f. **Stakeholder Liaison:** Appropriately involving itself in liaison and communication with key stakeholders. The Authority encourages effective communication with stakeholders and has strategies in place to effect this. The Authority's stakeholders include Board Members, employees, the Government, licensees, consumers and the community.
- g. **Performance Monitoring:** Overseeing the conduct and performance of the Authority and to ensure that it is being properly and appropriately managed. To discharge this duty the Board will give specific and regular attention to:
 - i. Monitoring performance against the strategic and business plans; and
 - ii. Enquiring into and following up areas of poor performance and their cause.

1.3.2 Governance and Board Matters

- a. **Delegation of Authority:** Reviewing, approving and where appropriate revising the delegations of authority from the Board to the CEO and significant delegations from the CEO to the senior staff members. The Board notes that these delegations must be clearly defined and be sufficient to empower the CEO and the senior staff members to run the Authority.

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- b. **Committees:** Overseeing the work of the Board Committees including determining the need for specific Committees, reviewing the need for those Committees on an ongoing basis, receiving reports from, reviewing the work of, and considering the recommendations made by each Committee.
- c. **Self-Assessment:** Developing and implementing a formal process for the Board to assess its performance.
- d. **Referred Matters:** Attending to matters appropriately referred to it by the Chairperson, Management, the CEO or Committees of the Board.
- e. **Governance Matters:** Attending to corporate governance matters as prescribed in the Public Entities Corporate Governance Act.
- f. **Information Needs:** Dictating its information needs to management including the form, timing, content and style of Board papers and ensuring these are fully addressed on an ongoing basis.
- g. **Succession Planning:** Approving and reviewing the Authority's Succession plan for the CEO.
- h. **Advisory Role:** The Board shall advise the Minister of Energy and Power Development on all matters relating to the energy industry.

1.3.3 Risk Management, Compliance and Internal Controls

- a. **Risk Management:** Define the Authority's risk appetite, approving and overseeing the operation of the Authority's corporate risk management framework, assessing its effectiveness, understanding and reviewing the major/significant risks facing the Authority and monitoring their management. The Board shall keep Government informed of risk management strategies by outlining them in corporate plans and progress report.
- b. **Internal Controls:** The Board shall ensure that the Authority has and maintains an effective, efficient and transparent system of financial management and internal control. In this regard, the Board is responsible for overseeing, reviewing and monitoring the operation, adequacy and effectiveness of the Authority's reporting systems and the overall framework of internal controls established by the Internal Audit function including operational, accounting and financial reporting controls.
- c. **Operational Compliance:** Approving, reviewing and monitoring compliance with key corporate policies.

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- d. **Reputation:** Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issue papers and reports to external/ third parties which impact on the Authority and may attract adverse public, government or other interest.
- e. **Encourage the reporting of unlawful or unethical behaviour:** Maintaining a firm stance in relation to encouraging the reporting of unlawful or unethical behaviour and ensuring that employees and management are assured of protection where violations are reported.
- f. **Information, Communication and Technology (ICT) Governance:** Overseeing, reviewing and monitoring the implementation of the Authority's ICT Governance Framework.

1.3.4 Financial

- a. **Financial Oversight:** Overseeing all aspects of the Authority's financial position including giving specific attention to the quantum, nature and terms of the Authority's debt facilities and its ability to meet its debts and other obligations as they fall due.
- b. **Financial Reporting:** Approving the annual audited financial statements and the theme and text of the Authority's annual report.
- c. **Audit:** To ensure the appointment of and liaison with external auditors (Auditor General) to audit the Authority's accounts, approve their scope of work and to ensure that the requirements of any audit or recommendations are complied with.
- d. **Related Party Transactions:** Reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking stakeholder approval.

1.3.5 Personnel

- a. **CEO and Senior Staff members:** The approval, regular performance assessment, remuneration, succession planning and should it be necessary, the dismissal of the CEO and the senior staff members.
- b. **Executive Performance and Development:** Ensuring an appropriate process is in place to recruit, review the performance of, remunerate, train and develop management.
- c. **Standard of Behaviour:** Reviewing, approving and monitoring compliance with the Authority's Code of Conduct, which provides guidance regarding ethical behaviour, including approving all proposed revisions or waivers.

2. Relationship between the Board and Management

- 2.1 Subject to the formal delegations of authority, the Board delegates responsibility for the operation and management of the Authority's business to the CEO and the senior staff members. The senior staff members are accountable to the Board and are to fulfil this responsibility through the provision of reports, briefings, and presentations on a regular basis throughout the year.
- 2.2 Senior management may attend Board meetings by invitation.
- 2.3 The Board will adopt appropriate structures and procedures to ensure it retains its independence and functions independently of management. This may include Non-Executive Directors meeting in the absence of management when necessary.
- 2.4 Business communications between Board Members and senior management should be through the office of the CEO and the Board Chairperson.

3. The Chairperson

3.1 Appointment

Appointment of the Chairperson and Vice Chairperson is done by the Minister of Energy and Power Development. In the absence of the Chairperson and the Vice Chairperson, the Board Members present must elect a Non-Executive Director present to chair the meeting.

3.2 The Role of the Chairperson

- 3.2.1 The role of the Chairperson is to ensure that the Board is functioning effectively.
- 3.2.2 The Chairperson will:
 - a. Chair Board meetings including the Annual General Meeting;
 - b. Establish the agenda for, and frequency of, Board meetings (together with the CEO where appropriate);
 - c. Ensure that the Board's decisions have been implemented;
 - d. Be the link between the Board and the CEO/ senior management;
 - e. Review matters of concern to the Authority together with the CEO;
 - f. Develop a Performance Agreement with the CEO and Senior Staff Members and review their performance against this Agreement; and
 - g. Provide guidance and mentoring to the CEO.
- 3.2.3 There must be a clear division of roles between the Chairperson and the CEO.

4. Size and Composition of the Board

- 4.1 The Board shall be constituted in terms of section 6 of the Energy Regulatory Authority Act as read together with the Public Entities Corporate Governance Act.
- 4.2 The Board shall be made up of a minimum of six (6) and a maximum of nine (9) Non-Executive Directors. As far as is practicable, there must be an equal number of men and women on the Board and all regions of Zimbabwe must be fairly represented by the members.
- 4.3 The term of a Board Member shall be no longer than four (4) years and may be renewed for only one further such term. No Board Member shall be re-appointed to a Board if he or she has served on that Board for one or more periods whether consecutive or not amounting to an aggregate to eight years.
- 4.4 A person shall not be appointed to a Board if he or she is a member of two (2) other public entity Boards unless the public entity owns or controls another such entity. In such instance the Board Member shall be regarded as being a member of only one (1) Board.
- 4.5 Board Members shall be appointed for their knowledge of or experience in administration, management or any other field which is relevant to the operation and management of the Authority.

5. Independence

- 5.1 A Director will be considered independent if he or she has no material relationship or association to the Authority that may interfere with the exercise of his or her independence from management and the Authority. Examples of such relationships may include but are not limited to:
 - a. Being employed by the Authority within the last three (3) years or being a Director after ceasing to hold any such employment;
 - b. Being, within the last three (3) years, a principal of a material professional adviser or material consultant to the Authority or an employee materially associated with the service provided;
 - c. Being a material supplier or customer of the Authority or an Officer of or otherwise associated directly or indirectly with a material supplier or customer;
 - d. Serving on the Board for a period which could, or could reasonable be perceived to, materially interfere with the Director's ability to act in the best interest of the Authority; and
 - e. Having any interest, business or other relationship which could reasonably be perceived as materially interfering with the Director's ability to act in the best interests of the Authority.

6. Conflict of Interest

- 6.1 Every Board Member shall forthwith disclose to the Board in instances whereby he or she –

- 6.1.1 acquires or holds a direct or indirect pecuniary interest in any matter that is under consideration by the board; or
- 6.1.2 owns any property or has a right in property or a direct or indirect pecuniary interest in a company or association of persons which results in his or her private interests coming or appearing to come into conflict with his or her functions as a Board Member; or
- 6.1.3 knowingly acquires or holds a direct or indirect pecuniary interest in any matter that is or, to his or her knowledge, is likely to be the subject-matter of a contract between the Authority and any other person; or
- 6.1.4 knows or has reason to believe that any of his or her associates –
 - i. has acquired or holds a direct or indirect pecuniary interest in any matter that is under consideration by the board or that is or, to his or her knowledge, is likely to be the subject matter of a contract between the Authority and any other person; or
 - ii. owns any property or has a right in property or a direct or indirect pecuniary interest in a company or association of persons which results in his or her private interests coming or appearing to come into conflict with his or her functions as a board member.

6.2 Every Board Member shall forthwith disclose to the Board where, for any other reason, the private interests of a Board Member come into conflict with his or her function as a Board Member.

6.3 The Board Member who discloses any of the above shall not take part in the consideration, discussion or vote on any question before the Board which relates to any interest, property or right referred to above.

6.4 The Board will be required to sign a Declaration of Interest Register before the commencement of each Board meeting. The register will be kept by the Corporate Secretary.

6.5 Board Members should neither solicit nor bid for business in entities that they superintend or regulate.

7. Declaration of Assets

7.1 In the interest of transparency and avoidance of conflict of interest, the Board Members shall each, as soon as possible after appointment or re-appointment or within three (3) months of appointment or re-appointment, provide the Office of the President and Cabinet (OPC) with a written declaration of Assets as prescribed in section 37 of the Public Entities Corporate Governance Act as read together with section 12 of the Public Entities Corporate Governance (General) Regulations published in Statutory Instrument 168 of 2018.

7.2 In addition to a declaration of assets made at appointment or re-appointment, every Board Member shall provide the OPC with a further declaration:

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- a. on the anniversary of his or her appointment or re-appointment to the board; and
- b. within two (2) months after ceasing to be a member of the board.

7.3 If a Board Member:

- a. refuses to provide the OPC with any declaration as required; or
- b. intentionally fails to list any property or interest in a declaration provided to the OPC; or
- c. omits any property or interest in the declaration provided to the OPC, which omission the Director has no adequate explanation, the Board Member shall thereupon cease to be a member of the Board or be disqualified for re-appointment.

8. Induction

All new Directors appointed to the Board shall undertake a formal induction program co-ordinated by Management.

9. Resignation of Board Members

9.1 When a Board Member resigns from the Board, he or she shall endeavour to provide reasons for the resignation to the Ministry of Energy and Power Development through the Permanent Secretary. Where two (2) or more Board Members resign whether simultaneously or within a space of one (1) month, the Minister of Energy and Power Development may conduct an investigation into the events leading to the resignation.

9.2 The findings of the investigation shall without delay be communicated to the OPC. A Board Member whose resignation is subject to an inquiry or investigation shall answer truthfully to the best of his or her ability all questions that are put to him or her as to the reasons of his or her resignation, provided that the answers to any questions do not subject him or her to any civil or criminal penalty.

10. Dismissal of Board Members

- 10.1 No Board Member shall be dismissed or required to vacate his or her office unless—
- a. he or she has been found guilty of conduct inconsistent with his or her membership of the entity; or
 - b. he or she has become disqualified for appointment to the Board; or
 - c. where he or she was appointed to the Board by virtue of having a particular qualification, he or she has ceased to have that qualification; or
 - d. he or she has failed to comply with his or her conditions of service or with the provisions of his or her performance contract; or
 - e. he or she, whether individually or together with other members of the Board, has failed to draw up a strategic plan or to comply with its provisions or to attain any material objective set out in it; or

- f. he or she has been absent, without just cause and without leave of the Board or its chairperson, from three (3) or more consecutive meetings of the Board.

11. Remuneration and Performance

11.1 Remuneration

11.1.1 Board Members shall be paid standard sitting allowances, provision of out of pocket expenses and any other payments or benefits as prescribed by the Minister of Energy and Power Development. However, the Minister responsible for the administration of the Public Entities Corporate Governance Act may, in terms of section 12 of the Act, formulate standard sitting allowance, provision of out of pocket expenses and any other payments and benefits.

11.1.2 A Board Member who receives remuneration in excess of the remuneration framework shall be required to reimburse the Authority or return any benefit, as the case may be, to the extent that it exceeds the applicable standard. Unless prompt voluntary reimbursement is made, the Director concerned shall be subjected to a surcharge levy of the reimbursable amount.

11.1.3 No Board Member shall be entitled to a loan or credit or enter into or facilitate any transaction whose net effect is substantially similar to extending a loan or credit with the Authority.

11.1.4 A sitting allowance for a Board meeting will be paid to a Board Member who has attended the meeting or to a member who has attended a meeting at a venue of a meeting and the meeting is subsequently postponed or cancelled.

11.1.5 An employee of the State who is assigned to attend meetings of the Board otherwise than as a member of the Board shall not be entitled to the payment of any remuneration, allowances or benefits.

11.2 Performance

11.2.1 Performance Contracts

Within two (2) months of appointment, all Board Members shall enter into a written performance contract with the Minister. The performance contract may contain provisions relating to any matter affecting the efficient performance of the member’s duties to the Authority.

11.2.2 Continuing Professional and Board Development Programs

The Directors are expected to attend any necessary continuing professional education to enable them to discharge their duties. The Board may from time to time be required to undertake Board Development programmes organized by the Corporate Governance Unit to enhance their efficiency or effectiveness as Board Members. Management shall brief the Board on changes in the legislative, regulatory or industry framework which impact on the Authority, but this is not a substitute for the Directors’ own efforts.

11.2.3 Performance Assessment

The Board recognizes that regular reviews of its effectiveness and performance are key to the improvement of the governance of the Authority. The Board shall review and evaluate its own collective and individual performance and the performance of its Committees on an annual basis against both measurable and qualitative indicators.

12. Board Committees

- 12.1 The Board may from time to time establish appropriate Committees to assist it in the discharge of its responsibilities. However, the Board will not delegate any of its decision-making authority to those Committees.
- 12.2 The Board has established the following Committees:
- a. Petroleum Committee;
 - b. Electricity Committee;
 - c. Human Resources and Governance Committee;
 - d. Finance Committee;
 - e. Risk Management Committee;
 - f. Audit Committee; and
 - g. Renewable Energy and Research and Development.
- 12.3 Each Committee will have written Terms of Reference, approved by the Board to govern procedures for the meetings. Minutes of each Committee will be prepared and circulated to each of the Directors within the time frame set out in the relevant Committee's Terms of Reference, together with a clear list of recommendations and/or other matters and issues for the consideration of the Board at the next Board meeting. Where a Committee meeting is held a short time in advance of a Board meeting, for example where the Finance Committee completes its review of the financial statements only shortly in advance of the Board meeting to approve those accounts, the Board will accept a verbal report from the Chairperson of the Committee. However, this must be followed by written minutes within the prescribed timeframe.
- 12.4 Membership of Board Committees will be guided by the Public Entities Corporate Governance (General) Regulations, 2018 and will be based on the needs of the Authority, relevant legislation, other requirements and the skills and experience of the individual Directors.
- 12.5 The Board has sole responsibility for the appointment of members to Board Committees and expects that, over time, the members will rotate on and off various Committees taking into account the needs of the Committees and the experience of the individual members.

12.6 The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's self-assessment process.

13. Meetings and Procedures of the Board

13.1 The Chairperson of the Board shall ensure that the Board meets at least once every three (3) months in each financial year of the Authority. The Board may meet without a quorum for ninety (90) days after the number of members appointed to it cease to constitute a quorum of the Board. Any decision reached by the Board while its membership does not constitute a quorum shall cease to have effect after the ninety-day period unless they have been ratified by a meeting at which a quorum was present.

13.2 The Board shall convene an Annual General Meeting to discuss the Authority's operations and conduct during the previous financial year as well as its plans for the next financial year. The Board shall extend an invitation to representatives from:

- a. The Corporate Governance Unit;
- b. The Accountant – General;
- c. The Ministry of Energy and Power Development;
- d. The Auditor General;
- e. Office of the President and Cabinet;
- f. Ministry responsible for Finance;
- g. State Enterprises Restructuring Agency; and
- h. Chairperson of the Parliamentary Portfolio Committee responsible for overseeing the Ministry of Energy and Power Development.

13.3 The Board shall ensure that they meet with the Minister of Energy and Power Development at least twice a year to discuss the Authority's plans and conduct, the Boards compliance with its strategic plan and any other matters of mutual interest.

13.4 The Chairperson of the Board—

- a. may at any time convene a special meeting of the Board; and
- b. shall convene a special meeting of the Board on the written request of not fewer than two (2) members not later than fourteen (14) days after his or her receipt of such request.

13.5 Written notice of any special meeting of the Board shall be sent to each member not later than seven (7) days before the meeting and shall specify the business for which the meeting has been convened:

Provided that if, in the opinion of the Chairperson, the urgency of the business for which the meeting is to be convened so requires, notice of not less that forty-eight (48) hours may be given.

13.6 No business shall be discussed at a special meeting other than—

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- a. such business as may be determined by the Chairperson of the Board, where he or she has convened the meeting in terms of subparagraph (13.4)(a); or
- b. the business specified in the request for the meeting, where he or she has convened the meeting in terms of subparagraph (13.4)(b).

13.7 The Chairperson or, in his or her absence, the Vice-Chairperson, shall preside at all meetings of the Board:

Provided that if the Chairperson and the Vice-Chairperson are both absent from a meeting of the Board, the members present may elect one of their number to preside at that meeting as Chairperson.

13.8 All acts, matters of things authorised or required to be done by the Board may be decided by a majority vote at a meeting of the Board at which a quorum is present.

13.9 Subject to this paragraph, at all meetings of the Board each member present shall have one (1) vote on each question before the Board and in the event of an equality of votes, the Chairperson shall have a casting vote in addition to a deliberate vote.

13.10 Any proposal circulated among all members and agreed to in writing by a majority of all members shall have the same effect as a resolution passed at a duly constituted meeting of the Board and shall be incorporated in the minutes of the next succeeding meeting of the Board:

Provided that if a member requires that such proposal be placed before a meeting of the Board this subparagraph shall not apply to such proposal.

13.11 The Board and Board Committees may hold meetings at two or more venues using any technology (for example; teleconferencing) that gives all members of the Board or relevant Board Committee a reasonable opportunity to participate in the meeting. However, the personal attendance of Board members at meetings is preferred.

14. Minutes and Resolutions of the Board

14.1 The minutes of the Board for all meetings shall be signed by the Chairperson of the meeting and kept in the office of the Corporate Secretary.

14.2 The Chief Executive Officer shall ensure that all resolutions of a Board meeting are signed by the Chairperson of the meeting and sent to the Minister of Energy and Power Development and the Corporate Governance Unit without delay after adoption.

14.3 Except where unanimous, matters are to be decided by a majority of the votes of the Directors present and entitled to vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

14.4 A Round Robin Resolution of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, provided that the decision reached is unanimous. Where there is no unanimous vote, the matter shall be referred to a properly convened meeting for deliberation. Ordinarily, the dissenting member or members are expected to be in attendance at the properly convened meeting. If due notice for the meeting is given and the dissenting member or members are not in attendance, the matter shall be dealt with in the dissenting member or members' absence provided the voting process is in line with the provisions of clause 14.3 above.

15. Quorum

Five (5) members shall form a quorum at any meeting of the Board.

16. Officers of the Board

16.1 Chief Executive Officer

16.1.1 The Chief Executive Officer is in charge of the day to day running of the Authority. The Board may delegate certain of its roles, functions and duties to the Chief Executive Officer on the basis of established benchmarks and performance indicators:

Provided that the Board shall not assign to the Chief Executive Officer any duty that has been assigned to the Chairperson of the Board.

16.1.2 Any assignment of functions in terms of clause 16.1.1 above may be made either generally or specially and subject to such reservations, restrictions and exceptions as the Board may determine, and may be revoked by the Board at any time.

16.1.3 The Chief Executive Officer, as an *ex-officio* member of the Board shall have the right to attend meetings of the Board except in the case of any discussion relating to the terms and conditions of his or her appointment and shall take part in the proceedings of the Board as if he or she were a member, but shall not have a vote on any question before the Board.

16.1.4 The Chief Executive Officer should—

- (a) serve as the chief representative of the Authority;
- (b) recommend or appoint the executive team and ensure proper succession planning;
- (c) develop and recommend to the Board yearly business plans and budgets that support the Authority's long term strategies;
- (d) monitor and report to the Board on the performance of the Authority and its conformance with compliance imperatives;
- (e) establish an organizational structure appropriate to the achievement of the Authority's strategies;
- (f) set the tone, provide ethical leadership and create a good ethical environment for management and the general workforce; and

- (g) ensure that the Authority applies all recommended best practice standards, failing which they must explain the failure to the Board and stakeholders.

16.2 Company Secretary

16.2.1 The Board shall appoint a suitably qualified, competent and experienced company secretary capable of maintaining a cordial but arms length relationship with the members of the Board at the personal level.

16.2.2 The Board should be aware of the Company Secretary's duties and should empower the company secretary to properly fulfil those duties.

16.2.3 The Company Secretary shall strive to achieve the realization of good corporate governance principles by, among other things,—

- (a) assisting in the proper induction, orientation, ongoing training and education of Board Members and assessing their individual training needs and those of executive managers in their fiduciary and other governance responsibilities;
- (b) assisting and guiding Board Members in appreciating their roles, responsibilities and duties, and discharging them in the best interests of the Authority;
- (c) providing a central source of advice to the Board and within the Authority on matters of good corporate governance, law and any developments or changes thereto;
- (d) having a direct channel of communication with the Chairperson and being available to provide comprehensive practical support and advice to chairpersons of the Board and Board Committees;
- (e) ensuring that—
 - (i) the Board Charter and the terms of reference of the Board and its Committees are kept up to date;
 - (ii) sittings of the Board and Board Committees are properly recorded and that minutes are circulated with the approval of the relevant Chairperson;
 - (iii) Board resolutions are implemented timeously and effectively;
 - (iv) Board Members are collectively and individually evaluated annually;
- (f) being responsible for the proper compilation and timely circulation of Board packs;
- (g) assisting the chairpersons of the Board and Board Committees in drafting yearly work plans;
- (h) obtaining appropriate responses to feedback on specific agenda items and matters arising from meetings of the Board Committees; and
- (i) raising any matters that may warrant the attention of the Board.

17. Publication of the Board Charter

The Charter will be available to each Director, internal and external auditors and stakeholders. The Board Charter shall be available for inspection free of charge at the Authority Offices and shall be uploaded onto the Authority's website.

18. Review or amendment of the Board Charter

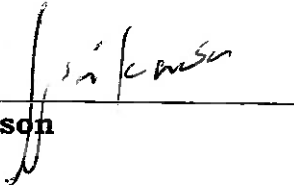
The Board will review or amend this Charter when necessary to ensure that it remains consistent with the Board's objectives, current law and best practice.

19. Approval

The Board Charter is prepared by the Zimbabwe Energy Regulatory Authority Board and should be approved by the Honourable Minister of Energy and Power Development in terms of section 28(1) of the Public Entities Corporate Governance Act.

Approved by

Signature: _____
Board Chairperson



Date:

15/6/22